FILED - SOUTHERN DIVISION CLERK, U.S. DISTRICT COURT Kevin S. Rosen, SBN 133304 1 Daniel S. Floyd, SBN 123819 Shannon E. Mader, SBN 235271 GIBSON, DUNN & CRUTCHER LLP 2 JUN - 1 2009 3 333 South Grand Avenue CENTRAL DISTRICT OF CALIFORNIA Los Angeles, California 90071-3197 Telephone: (213) 229-7000 Facsimile: (213) 229-7520 4 krosen@gibsondunn.com 5 DFloyd@gibsondunn.com Attorneys for Defendant, 6 E. MICHAEL THOBEN, III 7 RICHARD MARMARO, SBN 91387 SKADDEN, ARPS, SLATE, MEAGHER & FLOM 8 300 South Grand Avenue, Suite 3400 9 Los Angeles, California 90071 Telephone: (213) 687-5480 Facsimile: (213) 621-5480 10 Attorneys for Defendant, Paul D. Meyer 11 LIONEL Z. GLANCY, SBN 134180 GLANCY, BINKOW & GOLDBERG KIRSTEN H. SPIRA, SBN 119885 12 McNAMARA, SPIRÁ & SMITH 1801 Ave. of the Stars, Suite 311 10866 Wilshire Blvd., Suite 800 Los Angeles, CA 90067 Telephone: (310) 201-9150 Facsimile: (310) 201-9160 13 Los Angeles, California 90024 Telephone: (310) 979-2584 Facsimile: (310) 979-2581 14 Attorneys for Plaintiff, Bryon C. Jaques Attorneys for Nominal Defendant, 15 Interlink Electronics, Inc. 16 UNITED STATES DISTRICT COURT 17 CENTRAL DISTRICT OF CALIFORNIA 18 SOUTHERN DIVISION 19 BRYON C. JAQUES, Derivatively on CASE NO. CV06-7416 AG (SHx) Behalf of Nominal Defendant 20 INTERLINK ELECTRONICS, INC., (Assigned to the Honorable Andrew J. Guilford, Courtroom 10D) 21 Plaintiff, PROPOSEDI FINAL JUDGMENT 22 AND ORDER OF DISMISSAL OF v. DERIVATIVE ACTION 23 E. MICHAEL THOBEN, III, PAUL D. **MEYER** 24 Defendants, 25 26 and 27 INTERLINK ELECTRONICS, INC., 28 Nominal Defendant.

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This matter having come before the Court for hearing pursuant to an Order of this Court dated MARCA 16, 2009, on the application of the Settling Parties for approval of the settlement set forth in the Stipulation of Settlement dated as of January p. 2009 (the "Stipulation"), and due and adequate notice having been given of the settlement as required in said Order, and the Court having considered all papers filed and proceedings held herein and otherwise being fully informed in the premises and good cause appearing therefore,

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that:

- 1. This Judgment incorporates by reference the definitions in the Stipulation, and all terms used herein shall have the same meanings set forth in the Stipulation.
- 2. This Court has jurisdiction over the subject matter of the Litigation and over all parties to the Litigation.
- 3. Pursuant to Rule 23.1 of the Federal Rules of Civil Procedure, this Court hereby approves the proposed Settlement set forth in the Stipulation and finds that the Settlement is, in all respects, fair, reasonable and adequate, and is in the best interests of Plaintiff, Interlink, and Interlink's shareholders, and the Settling Parties are hereby directed to implement all of its terms and provisions.
- 4. Upon the entry of this Final Order and Judgment, Plaintiff, on his own behalf individually and derivatively on behalf of Interlink, Plaintiff's Counsel and Interlink shall have, and by operation of the Judgment shall be deemed to have, fully, finally, and forever released, relinquished and discharged all Released Claims (including Unknown Claims) and any and all claims arising out of, relating to, or in connection with the Settlement or resolution of the Litigation against the Released Persons and the Interlink Releasees.
- 5. Plaintiff, on his own behalf individually and derivatively on behalf of Interlink, Plaintiff's Counsel and Interlink are hereby forever barred and enjoined from prosecuting the Released Claims against the Released Persons, the Related Persons and/or the Interlink Releasees.

Persons and Interlink Releasees shall be deemed to have, and by operation of the

Judgment shall have, fully, finally, and forever released, relinquished and discharged

Plaintiff and Plaintiff's Counsel from all claims (including Unknown Claims), arising

out of, relating to, or in connection with the institution, prosecution, assertion,

Derivative Action (the "Notice") and the publication of the Summary Notice as

provided for in the Preliminary Approval Order constituted the best notice practicable

under the circumstances, including individual notice to all shareholders who could be

identified through reasonable effort. Said Notice provided the best notice practicable

under the circumstances of those proceedings and of the matters set forth therein,

including the proposed Settlement set forth in the Stipulation, to all Persons entitled to

such notice, and said Notice satisfies the requirements of Federal Rule of Civil

admission by any party herein that any acts or wrongdoing have been committed by

any of the Parties to the action and should not be deemed to create any presumption or

This Order and Final Judgment shall not constitute any evidence or

settlement or resolution of the Litigation or the Released Claims.

Procedure 23.1, the requirements of due process

inference that there is liability therefore.

Upon the entry of this Final Order and Judgment, each of the Released

The distribution of the Notice of Pendency and Proposed Settlement of

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9. Plaintiff's counsel is hereby awarded attorneys' fees in the amount of \$75,000 inclusive of all costs and expenses, which amount the Court finds to be fair and reasonable, to be paid in accordance with the terms set forth in the Stipulation.

10. Without affecting the finality of this Judgment in any way, this Court hereby retains continuing jurisdiction over all parties hereto for the purpose of construing, enforcing, and administering the Stipulation.

DATED: _________, 2009

The Honorable Andrew J. Guilford

Gibson, Dunn & Crutcher I.I.P